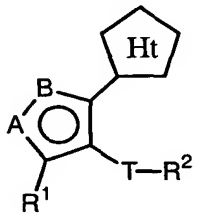
IN THE CLAIMS:

Please cancel claims 14-17, 24-26, 42, and 43, and amend claims 1-13, 18, 19, 21-23, 27, 33, and 34 as follows:

1. (Currently amended) A compound of formula **I**:



I

or a pharmaceutically acceptable ~~derivative or prodrug~~ salt thereof, wherein:

Ht is ~~a heteroaryl ring selected from~~ pyrrol-3-yl~~, pyrazol-3-yl, [1,2,4]triazol-3-yl, [1,2,3]triazol-4-yl, or tetrazol-5-yl; said pyrrol-3-yl and pyrazol-3-yl each~~ having R^3 and QR^4 substituents~~, and said triazole substituted by either R^3 or QR^4~~;

A-B is N-O or O-N;

R^1 is hydrogen or -NHR ~~selected from R^5, fluorine, $N(R^5)_2$, OR, NRCOR, $CON(R^5)_2$, SO_2R, $NRSO_2R$, or $SO_2N(R^5)_2$~~;

T ~~and Q are each independently selected from a valence bond or a linker group~~ is a valence bond;

Q is -C(O)- or -SO_2-;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R^2 is an aryl group substituted with ~~selected from hydrogen, CN, fluorine, or an optionally substituted group selected from aryl, heteroaryl, heterocyclyl, an acyclic aliphatic group having one to six carbons, or a cyclic aliphatic group having four to ten carbons; wherein R^2 has up to one L-W substituent and~~ up to three R^8 substituents;

~~L is a C_{1-6} alkylidene chain which is optionally substituted, and wherein up to two methylene units of L are optionally replaced by -C(O)-, -C(O)C(O)-, -CONH-, -CONHNH-, $-CO_2-$, -OC(O)-, $-NHCO_2-$, -O-, -NHCONH-, -OC(O)NH-, -NHNH-, -NHCO-, -S-, -SO-, $-SO_2-$, -NH-, $-SO_2NH-$, $-NHSO_2NH-$, or $-NHSO_2-$;~~

~~W is selected from R^9, $CH(R^9)_2$, $CH(R^9)N(R^9)_2$, or $N(R^9)_2$;~~

R^3 is hydrogen ~~selected from R, OH, OR, $N(R)_2$, fluorine, or CN~~;

R^4 is ~~selected from,~~ -R^6, ~~$-NH_2$,~~ or -NHR^6, ~~$-N(R^6)_2$, or $-NR^6(CH_2)_yN(R^6)_2$~~;

~~each R^5 is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons or two R^5 on the same nitrogen may be taken together with the nitrogen to form a four to eight membered ring having one to three heteroatoms;~~

each R^6 is independently selected from ~~R^5, $-(CH_2)_yCH(R^7)_2$, or~~ -$(CH_2)_yR^7$;

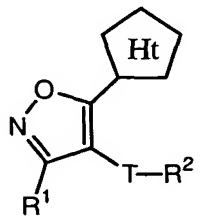
y is 0-6;

each R^7 is an optionally substituted group independently selected from ~~R,~~ aryl, ~~aralkyl, aralkoxy,~~ heteroaryl, ~~heteroarylalkyl, heteroarylalkoxy,~~ or heterocyclyl, ~~heterocyclylalkyl, heterocyclylalkoxy, hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, or alkoxycarbonyl~~;

each R^8 is independently selected from halogen, -R', or -OR', ~~$-SR'$, $-NO_2$, $-CN$, $-N(R^5)_2$, $-NRC(O)R'$, $-NRC(O)N(R^5)_2$, $-NRCO_2R'$, $-NRNRC(O)R'$, $-NRNRC(O)N(R^5)_2$, $-NRNRCO_2R'$, $-C(O)C(O)R'$, $-C(O)CH_2C(O)R'$, $-CO_2R'$, $-C(O)R'$, $-C(O)N(R^5)_2$, $-OC(O)N(R^5)_2$, $-S(O)_2R'$, $-SO_2N(R^5)_2$, $-S(O)R'$, $-NRSO_2N(R^5)_2$, $-NRSO_2R'$, $-C(=S)N(R^5)_2$, or $-C(=NH)N(R^5)_2$~~; wherein each R' is independently selected from hydrogen, or ~~an optionally substituted group selected from~~ aliphatic~~, heteroaryl, heterocyclyl, or phenyl~~; and

~~each R^9 is independently selected from R^5, R^8, or an optionally substituted group selected from aryl, aralkyl, aralkoxy, heteroaryl, heteroaralkyl, heterocyclyl, or heterocyclylalkyl; provided that when Ht is a pyrazole ring, R^1 is methyl in the 5-position, and T-R^2 is H in the 4-position, then Ht is other than 3-ethoxycarbonylpyrazol-5-yl; when R^1, R^3 and Q-R^4 are all H, then T-R^2 is other than phenyl; and when R^3 is methyl in the 5 position, Q-R^4 is other than C(O)OMe in the 4 position.~~

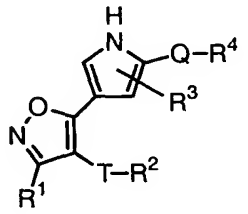
2. The compound according to claim 1 having the formula:



II

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Ht, T, R^1, and R^2 are as defined in claim 1.

3. (Currently amended) The compound according to claim 2 having the formula:



II-A

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Q, T, R^1, R^2, R^3, and R^4 are as defined in claim 1.

4. (Currently amended) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO~~-, $-CO_2-$, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or $-NHCH_2-$;~~

(b) ~~(c)~~ R^1 is hydrogen ~~or NHR~~;

~~(d) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(e) W is selected from R^9, $CH(R^9)_2$, $CH(R^9)N(R^9)_2$, or $N(R^9)_2$;~~

~~(f) R^3 is hydrogen;~~

~~(g) R^4 is selected from $-R^6$, $-NH_2$, $-NHR^6$, $-N(R^6)_2$, or $-NR^6(CH_2)_yN(R^6)_2$;~~

~~(h) R^6 is R^5, $-(CH_2)_yCH(R^7)_2$, or $-(CH_2)_yR^7$;~~ and

(c) ~~(i)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

5. (Currently amended) The compound according to claim 4, wherein:

(a) Q is -CO~~-, $-CO_2-$, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or $-NHCH_2-$;~~

(b) ~~(c)~~ R^1 is hydrogen ~~or NHR~~;

~~(d) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(e) W is selected from R^9, $CH(R^9)_2$, $CH(R^9)N(R^9)_2$, or $N(R^9)_2$;~~

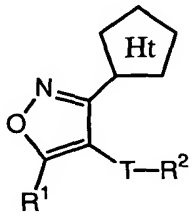
~~(f) R^3 is hydrogen;~~

~~(g) R^4 is selected from R^6, NH_2, NHR^6, $N(R^6)_2$, or $NR^6(CH_2)_yN(R^6)_2$;~~

~~(h) R^6 is R^5, $(CH_2)_yCH(R^7)_2$, or $(CH_2)_yR^7$;~~ and

(c) ~~(i)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

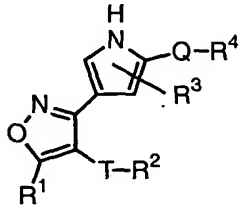
6. (Currently amended) The compound according to claim 1 having the formula:



III

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Ht, T, R^1, and R^2 are as defined in claim 1.

7. (Currently amended) The compound according to claim 6 having the formula:



III-A

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Q, T, R^1, R^2, R^3, and R^4 are as defined in claim 1.

8. (Currently amended) The compound according to claim 7, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO~~-, $-CO_2-$, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or $-NHCH_2-$;~~

(b) ~~(c)~~ R^1 is hydrogen ~~or NHR~~;

~~(d) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(e) W is selected from R^9, $CH(R^9)_2$, $CH(R^9)N(R^9)_2$, or $N(R^9)_2$;~~

~~(f) R^3 is hydrogen;~~

~~(g) R^4 is selected from R^6, NH_2, NHR^6, $N(R^6)_2$, or $NR^6(CH_2)_yN(R^6)_2$;~~

~~(h) R^6 is R^5, $(CH_2)_yCH(R^7)_2$, or $(CH_2)_yR^7$;~~ and

(c) ~~(i)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

9. (Currently amended) The compound according to claim 8, wherein:

(a) Q is -CO ~~, $-CO_2-$, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or $-NHCH_2-$;~~

(b) ~~(c)~~ R^1 is hydrogen ~~or NHR~~;

~~(d) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(e) W is selected from R^9, $CH(R^9)_2$, $CH(R^9)N(R^9)_2$, or $N(R^9)_2$;~~

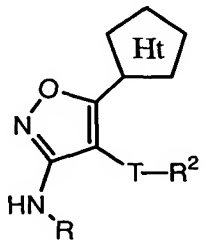
~~(f) R^3 is hydrogen;~~

~~(g) R^4 is selected from R^6, NH_2, NHR^6, $N(R^6)_2$, or $NR^6(CH_2)_yN(R^6)_2$;~~

~~(h) R^6 is R^5, $(CH_2)_yCH(R^7)_2$, or $(CH_2)_yR^7$;~~ and

(c) ~~(i)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

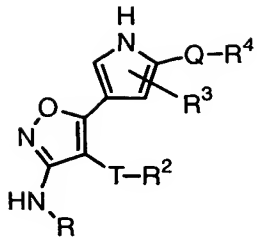
10. (Currently amended) The compound according to claim 1 having the formula:



IV

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Ht, T, R, and R^2 are as defined in claim 1.

11. (Currently amended) The compound according to claim 10 having the formula:



IV-A

or a pharmaceutically acceptable salt ~~derivative or prodrug~~ thereof, wherein the variables Q, T, R, R^2, R^3, and R^4 are as defined in claim 1.

12. (Currently amended) The compound according to claim 11, wherein said compound has one or more features selected from the group consisting of:

(a) Q is -CO-, ~~-CO_2-, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or -$NHCH_2$-;~~

~~(c) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(d) R^3 is hydrogen;~~

~~(e) R^4 is selected from -R^6, -NH_2, -NHR^6, -$N(R^6)_2$, or -$NR^6(CH_2)_yN(R^6)_2$;~~

~~(f) R^6 is R^5, -$(CH_2)_yCH(R^7)_2$, or -$(CH_2)_yR^7$;~~ and

(b) ~~(g)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

13. (Currently amended) The compound according to claim 12, wherein:

(a) Q is -CO-, ~~-CO_2-, or -CONH-~~;

~~(b) T is a valence bond, -NHC(O)-, or -$NHCH_2$-;~~

~~(c) R^2 is an optionally substituted aryl ring having up to one L-W substituent and up to three R^8 substituents;~~

~~(d) R^3 is hydrogen;~~

~~(e) R^4 is selected from -R^6, -NH_2, -NHR^6, -$N(R^6)_2$, or -$NR^6(CH_2)_yN(R^6)_2$;~~

~~(f) R^6 is R^5, -$(CH_2)_yCH(R^7)_2$, or -$(CH_2)_yR^7$;~~ and

(b) ~~(g)~~ R^7 is an optionally substituted heterocyclyl group ~~selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, or heterocyclylalkyl~~.

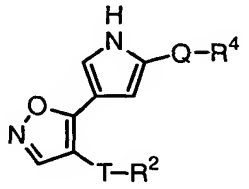
14. (Currently canceled).

15. (Currently canceled).

16. (Currently canceled).

17. (Currently canceled).

18. (Currently amended) The compound according to claim 1, wherein said compound is selected from the following Table 1 and Table 2 compounds: ~~those listed in any of Tables 1-4.~~



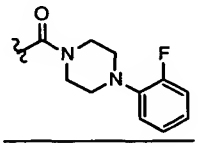
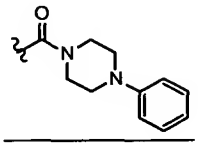
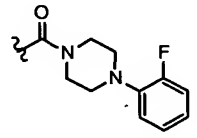
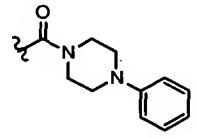
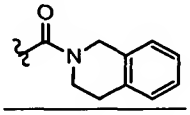
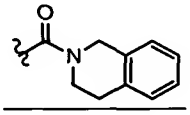
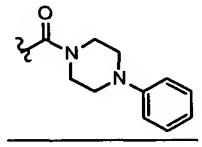
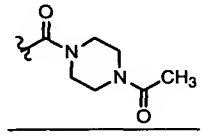
II-A

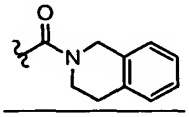
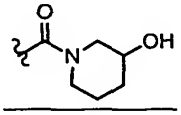
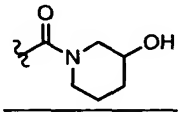
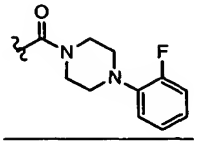
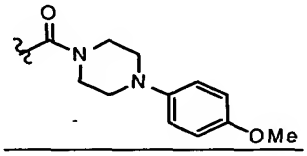
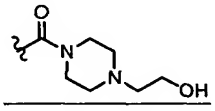
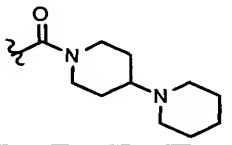
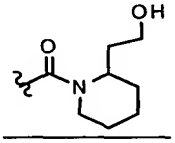
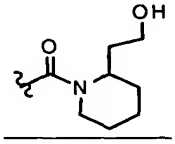
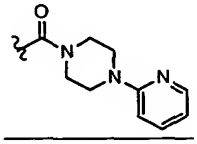
Table 1. Compounds of Formula **II-A**

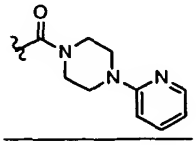
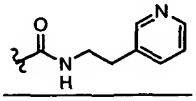
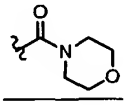
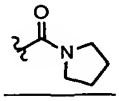
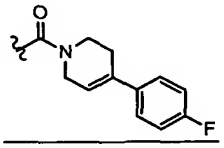
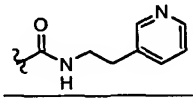
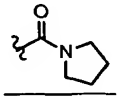
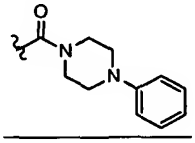
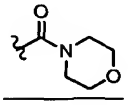
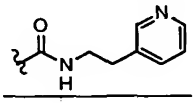
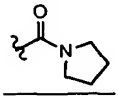
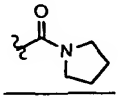
No.	T-R^2	Q-R^4
IIA-2	2-chlorophenyl	$CONHCH_2$(Ph)
IIA-3	2-chlorophenyl	CO(morpholin-4-yl)
IIA-4	4-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-5	3-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-6	3-methoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-7	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-8	3,4-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-9	2,3-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-10	2,5-difluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-11	4-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-12	3-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-13	3-methoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-14	2,5-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-15	3,4-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-16	2,3-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-17	2,5-difluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-18	4-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-19	3-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-20	3-methoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)

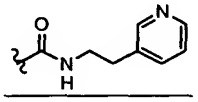
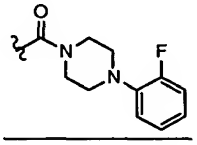
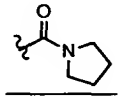
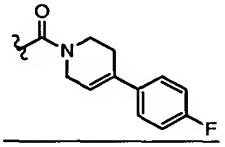
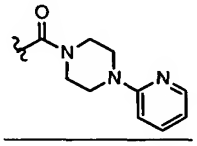
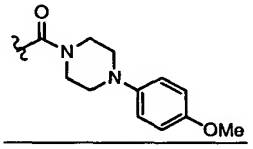
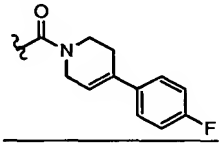
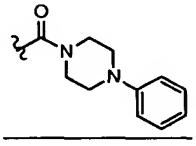
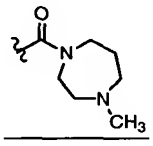
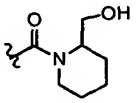
No.	T-R^2	Q-R^4
IIA-21	2,5-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-22	3,4-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-23	2,3-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-24	2,5-difluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-25	4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-26	4-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-27	3-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-28	3-methoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-29	2,5-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-30	3,4-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-31	2,3-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-32	2,5-difluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-33	4-fluorophenyl	CO(morpholin-4-yl)
IIA-34	4-methoxyphenyl	CO(morpholin-4-yl)
IIA-35	3-fluorophenyl	CO(morpholin-4-yl)
IIA-36	3-methoxyphenyl	CO(morpholin-4-yl)
IIA-37	2,5-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-38	2,3-difluorophenyl	CO(morpholin-4-yl)
IIA-39	2,5-difluorophenyl	CO(morpholin-4-yl)
IIA-40	4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-41	4-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-42	3-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-43	3-methoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-44	2,5-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-45	2,3-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-46	2,5-difluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-47	3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-48	3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-49	3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-50	3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-51	3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-52	4-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-53	4-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-54	4-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-55	4-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-56	4-chlorophenyl	CO(morpholin-4-yl)

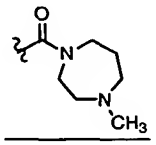
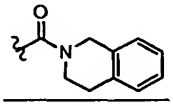
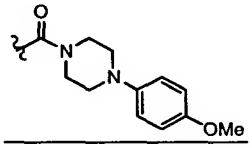
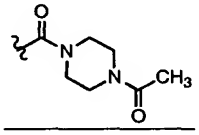
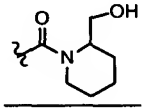
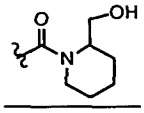
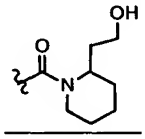
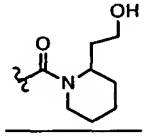
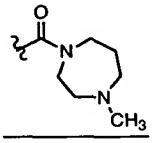
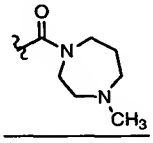
No.	T-R^2	Q-R^4
IIA-57	4-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-58	3,4-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-59	3,4-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-60	3,4-dichlorophenyl	CO(morpholin-4-yl)
IIA-61	3,4-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-62	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-63	2-F-3-chlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-64	2-F-3-chlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-65	2-F-3-chlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-66	2-F-3-chlorophenyl	CO(morpholin-4-yl)
IIA-67	2-F-3-chlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-68	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-69	3-Cl-4-fluorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-70	3-Cl-4-fluorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-71	3-Cl-4-fluorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-72	3-Cl-4-fluorophenyl	CO(morpholin-4-yl)
IIA-73	3-Cl-4-fluorophenyl	CO(4-Me-piperazin-1-yl)
IIA-74	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-4-yl)
IIA-75	3,4-dimethoxyphenyl	$CONHCH_2$(pyridin-3-yl)
IIA-76	3,4-dimethoxyphenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-77	3,4-dimethoxyphenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-78	3,4-dimethoxyphenyl	CO(morpholin-4-yl)
IIA-79	3,4-dimethoxyphenyl	CO(4-Me-piperazin-1-yl)
IIA-80	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-4-yl)
IIA-81	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(pyridin-3-yl)
IIA-82	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-83	4-benzo[1,3]dioxol-5-yl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-84	4-benzo[1,3]dioxol-5-yl	CO(morpholin-4-yl)
IIA-85	4-benzo[1,3]dioxol-5-yl	CO(4-Me-piperazin-1-yl)
IIA-86	3,5-dichlorophenyl	$CONHCH_2$(pyridin-4-yl)
IIA-87	3,5-dichlorophenyl	$CONHCH_2$(pyridin-3-yl)
IIA-88	3,5-dichlorophenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IIA-89	3,5-dichlorophenyl	$CONHCH_2$(1-Et-pyrrolidin-2-yl)
IIA-90	3,5-dichlorophenyl	CO(morpholin-4-yl)
IIA-91	3,5-dichlorophenyl	CO(4-Me-piperazin-1-yl)
IIA-92	3-Cl-4-SO_2NH_2-phenyl	CO(morpholin-4-yl)

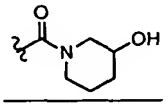
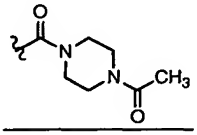
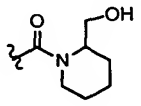
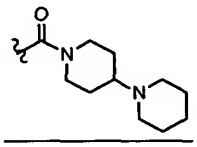
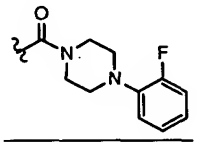
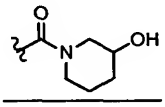
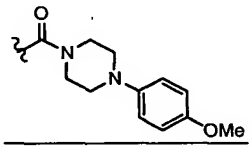
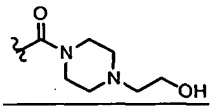
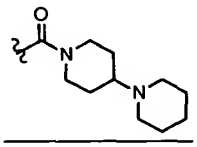
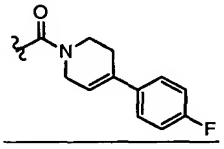
No.	T-R^2	Q-R^4
IIA-93	3-chlorophenyl	CO(morpholin-4-yl)
IIA-94	phenyl	pyridin-4-yl
IIA-95	2-chlorophenyl	morpholin-4-yl
IIA-96	2-chlorophenyl	CH_2(morpholin-4-yl)
IIA-97	4-methoxyphenyl	CH_2(pyridin-4-yl)
IIA-106	phenyl	
IIA-107	phenyl	
IIA-108	3,4-dimethoxyphenyl	
IIA-109	3-chlorophenyl	
IIA-110	3-chlorophenyl	
IIA-111	3-methylphenyl	
IIA-114	2-fluoro-3-chlorophenyl	
IIA-115	3-chlorophenyl	

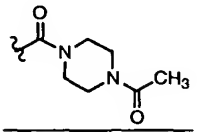
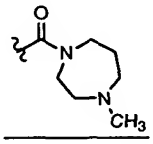
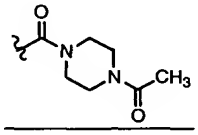
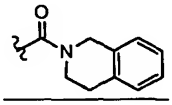
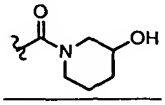
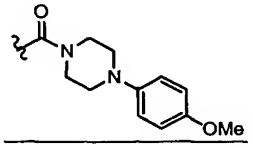
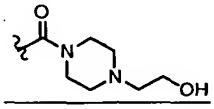
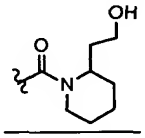
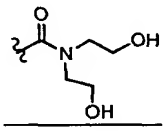
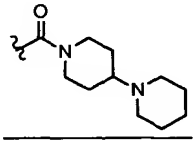
No.	T-R^2	Q-R^4
IIA-116	3,4-dimethoxyphenyl	
IIA-117	3,4-dimethoxyphenyl	
IIA-119	3-methylphenyl	
IIA-120	2-fluoro-3-chlorophenyl	
IIA-121	2-fluoro-3-chlorophenyl	
IIA-122	2-fluoro-3-chlorophenyl	
IIA-123	3-chlorophenyl	
IIA-124	3,4-dimethoxyphenyl	
IIA-125	2-fluoro-3-chlorophenyl	
IIA-126	2-fluoro-3-chlorophenyl	

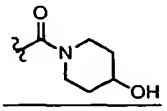
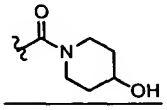
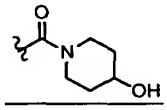
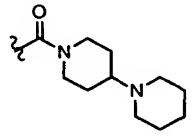
No.	T-R^2	Q-R^4
IIA-130	phenyl	
IIA-131	phenyl	
IIA-132	phenyl	
IIA-133	phenyl	
IIA-134	phenyl	
IIA-135	3,4-dimethoxyphenyl	
IIA-136	3,4-dimethoxyphenyl	
IIA-137	3,4-dimethoxyphenyl	
IIA-138	3-methylphenyl	
IIA-139	3-methylphenyl	
IIA-140	3-methylphenyl	
IIA-141	2-fluoro,3-chlorophenyl	

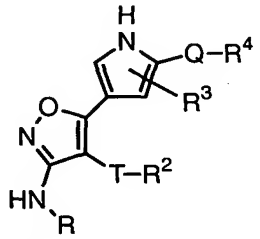
No.	T-R^2	Q-R^4
IIA-142	3-chlorophenyl	
IIA-143	3-chlorophenyl	
IIA-144	3-chlorophenyl	
IIA-145	3-chlorophenyl	
IIA-146	3-chlorophenyl	
IIA-148	phenyl	
IIA-150	3,4-dimethoxyphenyl	
IIA-151	3-methylphenyl	
IIA-152	3-methylphenyl	
IIA-153	phenyl	

No.	$T\text{-}R^2$	$Q\text{-}R^4$
IIA-154	phenyl	
IIA-155	phenyl	
IIA-156	3,4-dimethoxyphenyl	
IIA-157	3,4-dimethoxyphenyl	
IIA-159	3-methylphenyl	
IIA-160	3-chlorophenyl	
IIA-161	phenyl	
IIA-162	3-chlorophenyl	
IIA-163	3,4-dimethoxyphenyl	
IIA-164	3-chlorophenyl	

No.	T-R^2	Q-R^4
IIA-165	phenyl	
IIA-167	phenyl	
IIA-168	3,4-dimethoxyphenyl	
IIA-169	3,4-dimethoxyphenyl	
IIA-170	3,4-dimethoxyphenyl	
IIA-171	3-methylphenyl	
IIA-172	3-methylphenyl	
IIA-173	3-methylphenyl	
IIA-174	3-methylphenyl	
IIA-175	3-methylphenyl	

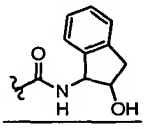
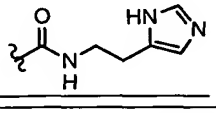
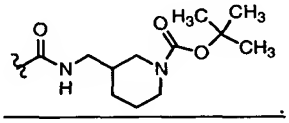
No.	T-R^2	Q-R^4
IIA-176	3-methylphenyl	
IIA-177	2-fluoro,3-chlorophenyl	
IIA-179	2-fluoro,3-chlorophenyl	
IIA-180	2-fluoro,3-chlorophenyl	
IIA-182	3-chlorophenyl	
IIA-183	3-chlorophenyl	
IIA-184	3-chlorophenyl	
IIA-187	3-methylphenyl	
IIA-188	3-methylphenyl	
IIA-190	2-fluoro,3-chlorophenyl	

No.	T-R^2	Q-R^4
IIA-191	phenyl	
IIA-192	3,4-dimethoxyphenyl	
IIA-193	3-methylphenyl	
IIA-194	phenyl	



IV-A

Table 2. Compounds of Formula **IV-A**

No.	R	T-R^2	Q-R^4
IVA-4	H	phenyl	CO(pyrrolidin-1-yl)
IVA-5	Me	phenyl	$CONHCH_2$(Ph)
IVA-16	Me	3-Cl-phenyl	$CONHCH_2$(pyridin-4-yl)
IVA-17	H	5-Cl-phenyl	
IVA-18	H	5-F-phenyl	$CONHCH_2$(tetrahydrofuran-2-yl)
IVA-19	Me	5,6-F_2-phenyl	CO(4-Me-piperidin-1-yl)
IVA-20	H	4-Cl-phenyl	$CONHCH_2$(pyrid-4-yl)
IVA-21	H	4,5-$(OMe)_2$-phenyl	
IVA-22	Me	4,5-Cl_2-phenyl	

19. (Currently amended) A composition comprising a compound according to claim 1 ~~any one of claims 1-18~~; and a pharmaceutically acceptable carrier.

20. (Original) The composition according to claim 19 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

21. (Currently amended) The composition according to claim 19 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating liver disease, an anti-viral agent, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

22. (Currently amended) The composition according to claim 20 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, an agent for treating liver disease, an anti-viral agent, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

23. (Currently amended) A method of inhibiting ERK or AKT activity in a biological sample, comprising the step of contacting said biological sample with a compound according to claim 1 ~~any of claims 1-18~~.

24. (Currently canceled).

25. (Currently canceled).

26. (Currently canceled).

27. (Currently amended) A method for treating a disease in a patient comprising the step of administering to said patient a composition according to claim 19, wherein said disease is selected from cancer, stroke, diabetes, hepatomegaly, cardiovascular disease,

Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation, neurological disorders, a hormone-related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, conditions associated with cell death, thrombin-induced platelet aggregation, chronic myelogenous leukemia (CML), liver disease, or pathologic immune conditions involving T cell activation.

28. (Original) The method according to claim 27 wherein the disease is cancer.

29. (Original) The method according to claim 28 wherein said cancer is selected from breast; ovary; cervix; prostate; testis, genitourinary tract; esophagus; larynx, glioblastoma; neuroblastoma; stomach; skin, keratoacanthoma; lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma; bone; colon, adenoma; pancreas, adenocarcinoma; thyroid, follicular carcinoma, undifferentiated carcinoma, papillary carcinoma; seminoma; melanoma; sarcoma; bladder carcinoma; liver carcinoma and biliary passages; kidney carcinoma; myeloid disorders; lymphoid disorders, Hodgkin's, hairy cells; buccal cavity and pharynx (oral), lip, tongue, mouth, pharynx; small intestine; colon-rectum, large intestine, rectum; brain and central nervous system; or leukemia.

30. (Original) The method according to either of claims 28 or 29 comprising the additional step of administering to said patient a chemotherapeutic agent.

31. (Original) The method according to claim 27 wherein the disease is an autoimmune disease.

32. (Original) The method according to claim 31 wherein said autoimmune disease is selected from psoriasis, SLE Lupus, cystic fibrosis, or conditions associated with organ transplantation.

33. (Currently amended) The method according to claim 27 wherein the disease is a neurological disorder ~~neurodegenerative disease~~.

34. (Currently amended) The method according to claim 33 wherein said neurological disorder ~~neurodegenerative disease~~ is selected from Alzheimer's Disease, Parkinson's Disease, ALS, epilepsy and seizures, Huntington's disease, or stroke.

35. (Original) The method according to claim 27 wherein the disease is a cardiovascular disease.

36. (Original) The method according to claim 35 wherein said cardiovascular disease is selected from restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure.

37. (Original) The method according to either of claims 35 or 36 comprising the additional step of administering to said patient a therapeutic agent for treating cardiovascular disease.

38. (Original) The method according to claim 27 wherein the disease is an inflammatory disease.

39. (Original) The method according to claim 38 wherein said inflammatory disease is selected from asthma, rheumatoid arthritis, or atopic dermatitis.

40. (Original) The method according to claim 27 wherein the disease is a liver disease.

41. (Original) The method according to claim 40 wherein said liver disease is selected from hepatomegaly or hepatic ischemia.

42. (Currently canceled).

43. (Currently canceled).